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February 8, 1995

\$ 42.00 per line, fees
16687-I+J

Recordation No. 16687 - I and J RECORDATION NO. 16687-I+J FILED 1425

FEB 8 1995 - 3 20 PM

INTERSTATE COMMERCE COMMISSION

Dear Mr. Williams:

On behalf of First Security Bank of Utah, N.A., I submit for filing and recording under 49 U.S.C. § 11303(a) and the regulations promulgated thereunder, executed counterparts of two secondary documents, not previously recorded. The first of the two documents is entitled Lease Supplement No. 6 dated as of December 12, 1994 and is to be recorded under Recordation No. 16687-I and the second of the two documents is entitled Lease Supplement No. 7 dated as of December 12, 1994 and is to be recorded under Recordation No. 16687-J (hereinafter together referred to as "Supplements").

The parties to both of the enclosed Supplements are:

First Security Bank of Utah, N.A. - OWNER TRUSTEE/LESSOR
79 South Main Street
Salt Lake City, Utah 84111-0007

GE Capital Railcar Associates, Inc. - LESSEE
33 West Monroe
Chicago, IL 60603

The said Supplements each act to change the identification numbers of certain units in Schedule A of that certain Equipment Lease Agreement (as supplemented) dated as of December 14, 1989 now between the above parties, filed and recorded with the Interstate Commerce Commission December 28, 1989 under 16687.

The units of equipment covered by the Supplements are, as to Supplement No. 6, seven (7) units and as to Supplement No. 7, thirteen (13) units, identified in Schedule A to each of the aforesaid two Supplements.

Counterparts -
1st of 2
H. H. H.

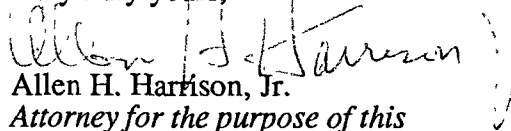
A short summary for each of the two Supplements to appear in the ICC Index is as follows:

“Change of identification numbers for some units in Equipment Lease Agreement under 16687.”

Enclosed is a check in the amount of forty-two dollars (\$42.00) in payment of the filing fees.

Once the filings have been made, please return to bearer the stamped counterparts of the documents not required for filing purposes, together with the letter/fee receipt from the ICC acknowledging the filings, and the two extra copies of this letter of transmittal.

Very truly yours,



Allen H. Harrison, Jr.
*Attorney for the purpose of this
filing for First Security Bank
of Utah, N.A.*

Honorable Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, D.C. 20423
Enclosures
8310-020
BY HAND



Interstate Commerce Commission
Washington, D.C. 20423-0001

2/8/95

Office Of The Secretary

Allen H. Harrison, Jr.
Donelan, Cleary, Wood & Maser, PC
1100 New York Avenue, NW., Ste. 750
Washington, DC., 20005-3934

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 2/8/95 at 3:20PM, and assigned recordation number(s). 16687-I and J, 16687-K and L, 16688-I and J, 16688-K and L.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

(0100519031)

\$ 168.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

16687-J
RECORDATION NO. 16687-5 FILED 1425

FEB 8 1995 -3 20 PM

LEASE SUPPLEMENT NO. 7 INTERSTATE COMMERCE COMMISSION

LEASE SUPPLEMENT NO. 7 ("LEASE SUPPLEMENT NO. 7") dated as of December 12, 1994, between FIRST SECURITY BANK OF UTAH, N A , a national banking association, in its individual capacity as expressly provided herein and otherwise solely as Owner Trustee ("Lessor") under RAIL TRUST NO 89-5, and GE CAPITAL RAILCAR ASSOCIATES, INC , a Delaware corporation ("Lessee"), as assignee in interest to Itel Rail Corporation

WHEREAS, Lessee leased from Lessor one hundred twenty-one (121) units of railroad equipment pursuant to an Equipment Lease Agreement, as supplemented (as supplemented, the "Equipment Lease") dated as of December 14, 1989, between Lessor and Lessee, which was filed and recorded with the Interstate Commerce Commission ("I C C ") Pursuant to 49 U S C Section 11303(a) on December 28, 1989 and given Recordation No 16687, and

WHEREAS, pursuant to Section 4 2 of the Equipment Lease, Lessee shall file periodic supplements to the Equipment Lease to reflect changes in the reporting marks of certain of the units of Equipment

NOW, THEREFORE, pursuant to the premises and the covenants and promises contained in the Equipment Lease, the parties hereby agree as follows

1 All capitalized terms used herein shall have the meanings ascribed to them in the Equipment Lease, unless otherwise stated

2. The Equipment Lease is hereby supplement as follows

(i) Schedule A attached hereto reflects changes in the reporting marks of certain units of Equipment for the period January 1, 1993 to December 31, 1993

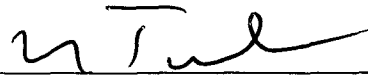
LESSOR:

FIRST SECURITY BANK OF UTAH, N.A.
not in its individual capacity but solely as Owner
Trustee under Rail Trust No 89-5

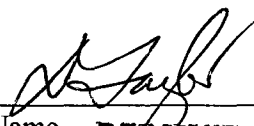
By 
Name **LARRY C MONTGOMERY**
Title **Trust Officer**

LESSEE

GE CAPITAL RAILCAR ASSOCIATES, INC.
as assignee in interest to Itel Rail Corporation

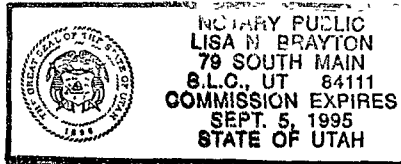
By 
Name Robert H. Tucker
Title Executive Vice President

ACKNOWLEDGED BY:
BANK OF AMERICA ILLINOIS
as Indenture Trustee

By 
Name **DEBORAH F TAYLOR**
Title **VICE PRESIDENT**

STATE OF UTAH)
) SS
COUNTY OF SALT LAKE)

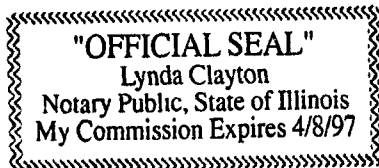
On this 20th day of January, 1994⁵, before me personally appeared **LARRY C MONTGOMERY**, personally known to me to be the person who executed the within instrument as a Trust Officer of FIRST SECURITY BANK OF UTAH, N A , and acknowledged to me that the corporation executed it



Lisa N. Brayton
Notary Public

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 12th day of January, 1994⁵, before me personally appeared Robert H. Inker, personally known to me to be the person who executed the within instrument as a Exec. Vice President of GE CAPITAL RAILCAR ASSOCIATES, INC , and acknowledged to me that the corporation executed it

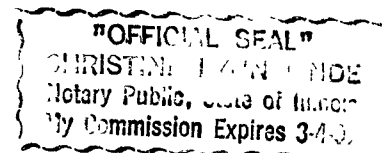


Lynda Clayton
Notary Public

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 30th day of January, 1994⁵, before me personally appeared **DEBORAH F. TAYLOR**, personally known to me to be the person who executed the within instrument as a VICE PRESIDENT of BANK OF AMERICA ILLINOIS, and acknowledged to me that the corporation executed it

Christine Lynn Fride
Notary Public



**LEASE SUPPLEMENT NO. 7
TO RAIL TRUST NO. 89-5**

SCHEDULE A

Remarks for Period 1/1/93 to 12/31/93

<u>Old Reporting Mark</u>	<u>Old Car Number</u>	<u>New Reporting Mark</u>	<u>New Car Number</u>
HS	020137	TCWR	020137
HS	020139	TCWR	020139
TBER	005027	ITLX	040616
TBER	005028	ITLX	040617
TBER	005039	ITLX	040625
TBER	005041	ITLX	040626
TBER	005052	ITLX	040634
TBER	005053	ITLX	040635
TBER	005054	ITLX	040636
TBER	005055	ITLX	040637
USLX	020449	TCWR	020136
TBER	005034	ITLX	040621
TBER	005042	ITLX	040627